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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

23659-M  
RECORDATION NO. \_\_\_\_\_ FILED

APR 28 '11 -1 15 PM

SURFACE TRANSPORTATION BOARD

April 28, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Lease, dated as of April 28, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 23659.

The name and address of the party to the enclosed document are:

Lessor: U.S. Bank National Association, not in its  
individual capacity but solely as Trustee  
225 Asylum Street, 23rd Floor  
Hartford, Connecticut 06103

[Lessee: General Electric Capital Corporation  
c/o General Electric Railcar Services  
Corporation  
161 North Clark Street  
Chicago, Illinois 60601]

Chief, Section of Administration  
April 28, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

All equipment as identified in the documents filed under Recordation Number 23659 as the same may have been amended, restated or supplemented.

A short summary of the document to appear in the index is:

Notice of Full Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Edward M. Luria".

Edward M. Luria

RWA/EML/bhs  
Enclosures

RECORDATION NO.

23659-M

FILED

APR 28 '11 -1 15 PM

Execution Copy

SURFACE TRANSPORTATION BOARD  
NOTICE OF FULL TERMINATION OF LEASE

The undersigned, U.S. BANK NATIONAL ASSOCIATION (successor in interest to State Street Bank and Trust Company of Connecticut, National Association), not in its individual capacity but solely as Trustee, and as Lessor (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the Lease Agreement (RAIL-2001-FNBC) dated as of September 12, 2001, as amended, modified or supplemented (the "Lease"), with GENERAL ELECTRIC CAPITAL CORPORATION, as Lessee (the "Lessee").

A Memorandum of Lease Agreement and Lease Supplement was duly filed and recorded with the Surface Transportation Board (the "Board") on September 19, 2001 under Recordation Number 23659. In addition thereto, the documents listed in Exhibit A which relate to the Lease were duly filed with the Board. Similar documentation was filed with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act as noted in Exhibit B. This document constitutes a release of all interests, claims, liens or encumbrances over all railroad equipment at any time covered by the Lease and all supplements thereto identified in the primary and secondary filings made under Recordation Number 23659.

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease or the termination agreement between the parties.

Dated: April 28, 2011

[Signature Page Follows]

U.S. BANK NATIONAL ASSOCIATION, not  
in its individual capacity, but solely as Trustee  
and Lessor .

By: Susan C. Merker  
Name: Susan C. Merker  
Title: Vice President

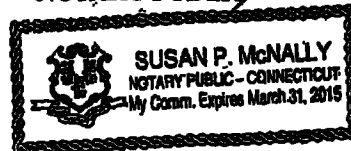
STATE OF CONNECTICUT     )  
                                      ) ss.  
COUNTY OF HARTFORD     )

On this \_\_\_\_ day of April, 2011, before me personally appeared Susan C. Merker, to  
me personally known, who, being duly sworn, did say that (s)he is a(n) Vice President of  
U.S. BANK NATIONAL ASSOCIATION, and that said instrument was signed on behalf of said  
national banking association by authority of its board of directors, and (s)he acknowledged said  
instrument to be the free act and deed of said national banking association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal  
in the County and State aforesaid, the day and year first above written.

My commission expires:

Susan P. McNally  
NOTARY PUBLIC



**Exhibit A**  
**(RAIL-2001-FNBC)**

1. Memorandum of Lease Agreement and Lease Supplement dated as of September 12, 2001 by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, filed with the Board on September 19, 2001 under Recordation Number 23659.
2. Memorandum of Loan and Security Agreement dated as of September 12, 2001 by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, filed with the Board on September 19, 2001 under Recordation Number 23659-A.
3. Notice of Change of Owner Trustee dated August 27, 2004 by U.S. Bank National Association, filed with the Board on September 22, 2004 under Recordation Number 23659-B.
4. Replacement Lease Supplement (RAIL-2001-FNBC) dated July 23, 2004 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor and General Electric Capital Corporation, Lessee, filed with the Board on November 28, 2005 under Recordation Number 23659-C.
5. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of February 28, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, filed with the Board on March 5, 2008 under Recordation Number 23659-D.
6. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of February 28, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, filed with the Board on March 5, 2008 under Recordation Number 23659-E.
7. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of October 2, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, filed with the Board on October 15, 2008 under Recordation Number 23659-F.
8. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of October 2, 2008 between U.S. Bank National Association, as successor to State Street

Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, filed with the Board on October 15, 2008 under Recordation Number 23659-G.

9. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of October 28, 2009 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, filed with the Board on October 29, 2009 under Recordation Number 23659-H.
10. Memorandum of Amendment of Loan and Security Agreement dated as of October 28, 2009 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, filed with the Board on October 29, 2009 under Recordation Number 23659-I.
11. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of September 29, 2010 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, filed with the Board on September 30, 2010 under Recordation Number 23659-J.
12. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of September 29, 2010 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, filed with the Board on September 30, 2010 under Recordation Number 23659-K.

**Exhibit B**  
**(RAIL-2001-FNBC)**

1. Memorandum of Lease Agreement and Lease Supplement dated as of September 12, 2001 by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, deposited in the Office of the Registrar General of Canada on September 19, 2001 at 1:47 p.m.
2. Memorandum of Loan and Security Agreement dated as of September 12, 2001 by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, deposited in the Office of the Registrar General of Canada on September 19, 2001 at 1:48 p.m.
3. Notice of Change of Owner Trustee dated August 27, 2004 by U.S. Bank National Association, deposited in the Office of the Registrar General of Canada.
4. Replacement Lease Supplement (RAIL-2001-FNBC) dated July 23, 2004 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor and General Electric Capital Corporation, Lessee, deposited in the Office of the Registrar General of Canada on November 24, 2005 at 3:54 p.m.
5. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of February 28, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, deposited in the Office of the Registrar General of Canada.
6. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of February 28, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, deposited in the Office of the Registrar General of Canada.
7. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of October 2, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, deposited in the Office of the Registrar General of Canada.
8. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of October 2, 2008 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual

capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, deposited in the Office of the Registrar General of Canada.

9. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of October 28, 2009 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, deposited in the Office of the Registrar General of Canada on October 29, 2009 at 4:06 p.m.
10. Memorandum of Amendment of Loan and Security Agreement dated as of October 28, 2009 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, deposited in the Office of the Registrar General of Canada on October 29, 2009 at 4:06 p.m.
11. Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement dated as of September 29, 2010 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, Lessor, and General Electric Capital Corporation, Lessee, deposited in the Office of the Registrar General of Canada on October 1, 2010 at 1:50 p.m.
12. Memorandum of Amendment to Memorandum of Loan and Security Agreement dated as of September 29, 2010 between U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee, and AIG-FP Funding (Cayman) Limited, Lender, deposited in the Office of the Registrar General of Canada on October 1, 2010 at 1:50 p.m.



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 4/28/11



\_\_\_\_\_  
Robert W. Alvord